COMMONWEALTH OF PENNSYLVANIA

CITY AND COUNTY OF PHILADELPHIA, ss.

SEAL

By the tenor of these presents, I ELIAS P. SMITHERS, Register for the Probate of Wills and Granting Letters of Administration in and for the City and County of Philadelphia, in the Commonwealth of Pennsylvania.

DO MAKE KNOWN TO ALL MEN That, on the sixth day of December A. D. 1897, at Philadelphia, before me, was proved and approved the last Will and Testament of Henry C. Elder deceased, (a true copy whereof is to these presents annexed), having whilst he lived and at the time of his death, divers Goods, Chattels, Rights and Credits within the said Commonwealth; by reason whereof the approbation and insinuation of said last Will and Testament, and the committing administration of all and singular the Goods, Chattels, Rights, and Credits which were of the said deceased, and also the auditing the accounts, calculations and reckonings of the said administration and absolute discharge of the same, to me are manifestly known to belong; and that Administration of all and singular the Goods, Chattels, Rights and Credits of said deceased any way concerning his last Will and Testament, is committed to The Provident Life and Trust Company of Philadelphia Executor in the said Testament named; it having first been duly qualified well and truly to administer the Goods, Chattels, Rights and Credits of the deceased, and make a true and perfect inventory thereof and exhibit the same into the REGISTER'S OFFICE OF PHILADELPHIA, on or before the sixth day of January next, and to render a just and true account, calculation and reckoning of the said administration, on or before the sixth day of December one thousand eight hundred and ninety-eight or when lawfully required; and also to diligently and faithfully regard and well and truly comply with the provisions of the Act relating to Collateral Inheritance.

In Testimony Whereof, I have hereunto set my hand and seal of Office, at Philadelphia, this sixth day of December in the year of our Lord one thousand eight hundred and ninety-seven.

The said testator died on the 30th day of November 1897 at [illegible] o'clock, A.M., as per affidavit filed.

Sgd. Chas. Irwin
Deputy Register.

In the name of God, Amen!

I, Henry L. Elder, now temporarily residing in Atlantic City, in the State of New Jersey, being of sound and disposing mind and memory, make, publish and declare this my last Will and Testament, as follows:

I hereby declare that my domicile is the place of my birth, the City of Philadelphia, in the State of Pennsylvania, in which also I have spent most of my life and though I have temporarily sojourned and remained in other places, I have never designed to surrender or lose my domicile of birth, or to adopt any other. It is therefore my Will and direction that the probate of this my Will shall be made in the City and County of Philadelphia, where I direct that the settlement of my Estate is to be made.

First. All my just debts and funeral expenses shall be paid as soon as conveniently may be after my decease out of my personal estate

Second. I give to my son George my gold watch and chain.

Third. I give into the custody of my daughter Julia the seal of arms of my great-grandfather to be held by her and transmitted as an heir-loom to such of my descendents as she may deem best fitted to care for and in turn hand it with like charge to one of my descendents in the next generation, so that it may remain continuously in the line of my blood.

Fourth. I give to The Provident Life and Trust Company of Philadelphia, which I hereby constitute and appoint also the Executor of my Will, all the rest, residue and remainder of my estate, real, personal and mixed, whatsoever and wheresoever situated, In Trust nevertheless and under the conditions and restrictions hereinafter set forth, as follows: to wit:

1, The property 2401 Pacific Avenue, Atlantic City, New Jersey is to be in the exclusive control and possession of my daughter Julia as it shall be at my death including furniture of every description, carpets, pictures, china, glass, silver-ware, plate, linen, bric-a-brac, and all ornaments therein contained for the term of her natural life, to be her home whether married or single and during her personal occupancy thereof, all the expenses of repairs, painting, insurance and taxes upon said property shall be paid as may become necessary by my said Trustee out of the general income of my estate before division as hereinafter directed.

Two. My daughter, Emily L. Elder, and my son, George T. Elder, shall have the privilege of living in the house specified so long as they remain single, and while doing so shall out of their respective incomes contribute their equal shares to the support and expenses of the household.

Three. Should my daughter Julia lease the said premises the rental thereof shall go into the general fund, and be paid to the above-named Trustees.

Four. After the death of the said Julia V., Emily L. and George T. Elder, the said premises, together with the personal property therein as above specified shall merge into and become part of the corpus of my estate, the personal property to be sold at either public or private sale by said Trustee, the proceeds of such sale to be by it invested for the purposes of the Trust and the realty to become subject to the same conditions as the other real estate hereinafter specified.

Five. None of my real estate shall be sold without the consent of my daughter Julia, or in case of her death the consent of my daughter

Cornelia or in case of the death of both the consent of the majority of my surviving children, such consent to be signified only by her or their signature or signatures and acknowledgment of the same to the conveyance thereof with my said Trustee.

Six. The premises No. 1321 Market Street, Philadelphia, must not be sold for less than One hundred thousand dollars over and above the amount necessary to secure the payment of the perpetual ground-rent to which it is subject, amounting to one hundred and seventy dollars per annum, unless the majority of my surviving children shall give their consent thereto and join with the said Trustee as Grantors in the conveyance thereof.

Seven. All the net income of my estate for the eighteen months next succeeding my death shall be reserved and used by the said Trustee in paying off and discharging the encumbrances upon the real estate I may leave at my decease. If any surplus shall remain after effecting this object, it shall be added to the principal of my estate, and all the incomes and shares thereof hereinafter specified shall be paid by the said Trustee quarterly. The first of said quarterly payments to be made at the expiration of twenty-one months after my decease or as soon as possible thereafter.

Eight. I direct that the Trustee to save useless expense shall submit its account to my children or a majority of them for audit every five years, unless requested by a majority of my surviving children to do so in the interval, and only if said account shall prove unsatisfactory to such majority shall it be requisite to have it passed upon by the Court. The approval of the account is to be signified by the signatures of the said majority to the certificate, and such certificate so signed shall operate as a full, perfect and sufficient release and discharge from liabilities of my said Trustee upon all matters concerning the estate therein certified, and if such majority shall become convinced at any time of malfeasance or misfeasance or maladministration of the Executor and Trustee hereinbefore named it is permitted them to apply to the proper court for release by the removal of the said Executor and trustee and the substitution of another in its stead.

Fifth: I empower my said Trustee, The Provident Life and Trust Company of Philadelphia, to receive and collect, using all lawful means therefor, all the rents, issues, profits, interest and income of my estate and after paying the taxes and other necessary expenses, upon the property covered by this trust, to pay over the net income thereof in the way, manner and proportions specified in the next succeeding item of this my Will.

Sixth. The said net income shall be divided into six equal shares, one of which shall be paid to my daughter Cornelia W.C.Barr, and upon her death to her children living at her decease, in equal shares. One share shall be paid to my daughter Maria C. Dennis, and after her death to her children as follows; to Katie M. Dennis who shall receive one half part of her Mother's one-sixth, and Charles and William Dennis who shall each receive one-fourth part of said sixth. One share shall be paid to my son Henry C. Elder, and after his death, shall be equally divided between his children, living at his decease. One share shall be paid to my daughter Julia V. Elder, and after her death, to such child or children as she may leave surviving her; but if she should die leaving no children, her one-sixth share of the net income of the estate shall be paid to the Rector, Church Wardens and Vestry-men of Christ Church in the City of Philadelphia, to be used by them as in their best discretion they shall deem to be most for the benefit of the Parish of the said Christ Church. One share of said income shall be paid to my daughter Julia V. Elder In Trust for my son George T. Elder, and I direct that she shall use three-fourths of said share or so much thereof as shall be necessary for the proper maintenance and support of her said brother, and to keep the other one-fourth part of said share for her own use absolutely as compensation for the responsibility thus devolved upon her.

Upon his death this share shall be paid to his children living at his decease, in equal shares, but if he dies leaving no children this one-sixth share of the net income shall be divided between and paid in equal shares to The Masonic Home of Philadelphia, and The Merchants Fund of Philadelphia. One other share of said income shall be paid to my daughter Emily L. Elder, and after her death, shall be equally divided among her children living at her decease, but in case she leaves no children her said one-sixth share of said income shall be paid to the Evangelical Lutheran Ministerium of Pennsylvania and adjacent States, to be invested as a fund the income only of which shall be used for the aid and comfort of disabled and infirm Lutheran Ministers, their wives or invalid widows, and invalid or helpless daughters. 6

Seventh. I further empower my said Trustee to sell, alter and vary investments and re-investments as often as it shall seem proper and for the best interests of the estate, and to select for investment and re-investment any stocks, leases, securities, or other property, real or personal which may be deemed by it proper to that end, without regard to the fact of the same not being what are known as legal securities.

Eighth: I further direct the said Trustee in all and every case specified in this Will to pay to any person or persons any share or shares of income so received by it in Trust, only in the manner following, that is to say, it shall pay said income to the person entitled for his, her or their own separate use, into his, her or their hands only, or upon his, her, or their own order and receipt, signed not more than three months before the same becomes due and payable, free and clear of and without being subjected to, or liable to be affected by any alienation, anticipation or disposition by his or her own act, or by operation of law, or to any lien, attachment or execution whatsoever, free from the control and without liability for their debts, contracts or engagements, or for the debts, contracts or engagements of any husband that any of them may have or take.

Ninth. I further instruct the said Trustee to pay over the income due to any of the beneficiaries under my will who may be minors into the hands of their properly appointed Guardians, for the proper maintenance and support of such minors.

Tenth. I hereby give the said Trustee power, subject to the conditions hereinbefore imposed, in sub paragraphs one to eight inclusive of the Fourth Item of this my Will, to grant, bargain and sell for cash, or on ground-rent, mortgage, lease, exchange, square or make partition of all or any part of my real estate or any they may acquire under or by virtue of any of the provisions of my Will, at public or private sale, upon such terms and conditions as it shall deem both advantageous and to convey the same by sufficient deed or deeds (subject to the conditions and restrictions specified in said paragraphs) to the purchasers thereof in fee simple, or for any less estate, free, clear, and discharged of all legacies, trusts and annuities, without liability on the part of the purchasers to see to or be responsible for the application of the purchase-money.

Eleventh. As soon as possible after the death of the last of my children who survive me the said trustee shall turn the whole estate, real and personal, into money or mortgage securities, out of which I give and bequeath one-sixth part thereof to the Evangelical Lutheran Ministerium of Pennsylvania and Adjacent States, to be invested as a fund, the income only of which shall be used, such income to be applied as specified in the Sixth Item of this my Will. I give and bequeath one other sixth part to the Masonic Home and The Merchants Fund, both of Philadelphia, to be divided equally between them. I give and bequeath to each of my grandsons, William Dennis and Charles Dennis the sum of Five thousand dollars respectively, and to each of my remaining grandchildren the sum of Ten thousand dollars respectively. All the rest, residue and remainder of my estate, I give, devise and bequeath to The Rector, Church-Wardens and Vestrymen of Christ Church in the City of Philadelphia, and I direct my Executor to pay all of the said

residue to that Corporation, to be held In Trust by the said Corporation permanently in a fund to be called The Elder Memorial Fund, the income of which only shall be used, and I direct the said income to be applied for the benefit of the Parish in the sole discretion of the said Corporation. I direct that there shall be permanently affixed to the wall of the said Christ Church (with which hurch I have an ancestral connection) a suitable tablet of brass upon whi h shall be engraved the words " In Memoriam. Henry Lentz Elder and Maria Louisa Taylor Elder, his Wife, and their children Cornelia Maria Louisa Elder, Julia Virginia Elder, Maria Gertrude Elder, Henry Clay Elder, George Taylor Elder, William Thomas Elder, Kate Taylor Elder and Emily Lydi-a Elder."

Twelfth. I hereby authorize and empower the said The Rector, Chur h-Wardens and Vestrymen of Christ Church in the City of Philadelphia at any time or times in its discretion to grant, bargain and sell, assign and transfer the whole or any part of the said residuary estate, real and personal, to any person or persons at public or private sale, or sales for such price or prices as the said corporation shall determine to be tothe best interest of the said Trust, and upon su h sale or sales to make, sign, seal, acknowledge and deliver such good and sufficient deed or deeds as may be needful, desirable or necessary ontaining proper clause or clauses to exempt the purchaser or purchasers of and from all responsibility for the application of the purchase money.

Thirteenth. Having in Items three and four of this my Will made special provision for my daughter Julia V. Elder in recognition of her filial devotion and in consideration of her remaining with and caring for me as she has done, fairness to the other beneficiaries under this Will demands that only those repairs which are of a permanent nature , and the State and municipal taxes upon the property in which I have given her a life estate shall be chargeable to and payable out of the general income of the estate, and all casual repairs thereto and the water and sewerage assessments thereon shall be paid by her and her brother and sister (so long as they may occupy the house with her) out of her and their respective share of the general income.

Fourteenth. I further direct that as the time arrives for actually transferring, conveying and paying over to any legatee his, her or their share of principal the Trustee shall have full power to make such division or partition and such conveyances of all or any part of my estate as may be necessary in its opinion better to enable it to make division of the proceeds thereof according to the terms hereinbefore set forth, with like immunity from liability on the part of the purchaser or grantee to see to the application of the purchase money, or the necessity for the exercize of the power.

Fifteenth. This Trust shall and shall only cease when after the death of my last child my surviving the Trustee shall have settled and disposed of the estate herein committed to its Trust.

Sixteenth. I direct that if any one or more of the beneficiaries hereinbefore mentioned shall in any manner take steps tending to interfere with the probate of, or to break or to set aside any or all the provisions of this my last Will and Testament, such person or persons, individual or corporate shall at once and forever forfeit and be cut off from the enjoyment of the portion hereinbefore given, devised or bequeathed to him, her or them, and from any participation in the benefits, division or distribution of my estate of any nature whatsoever, and I do direct in such case that the portion or portions designated above as for the person or persons so contesting shall merge into and become part of the corpus of the estate to be apportioned among the other beneficiaries under this Will who shall not so contest.

Seventeenth. I direct also that such sums of money as may have been advanced by me to any of my heirs under this Will and are found charged to him, her or them in a book kept by me for that purpose, and not credited as having been repaid to me, shall be deducted from the portion that would have fallen to him, her or them, and become part of the corpus of the estate, and be re-distributed. And I hereby expressly revoke all former Wills

made by me.

In testimony whereof I have hereunto set my hand and seal this 2nd day of July Anno Domini One thousand, eight hundred and ninety five.

(Signed) Henry L. Elder, Seal

Signed, Sealed, Published and declared by the above-named Henry L. Elder as and for his last Will and Testament in our presence who at his request and in the presence of each other subscribe our names as witnesses the Second day of July Anno Domini One thousand, eight hundred and ninety-five.

(Signed) Richard T. Cadbury
" Edwin D. Rowland
" A. W. Homiller

I make this Codicil to my above Will. I direct that if any of my six children to whom or for whose benefit the income of my estate is given by the Sixth Item of my Will, shall die before me, the share of income given to such child shall be paid after my death to the legatee appointed by the said Item or by this Codicil to receive such share upon the death of the said child, in the same manner as it would have been paid if the death of the said Child had occured after my death.

I revoke the bequest of xx a share of the income contained in the said Sixth Item in favor of The Evangelical Lutheran Ministerium of Pennsylvania and Adjacent States, and also the bequest in favor of the said Institution of one-sixth of my estate contained in the Eleventh Item of my Will, and I direct with regard to the said share of income that upon the death of my daughter Emily L. Elder, who is to receive the said share during her life, leaving no issue, or if she should die before me, then upon my death the said share of income is to be divided equally among all my grandchildren then living and the issue of any who shall then be dead leaving issue, such issue taking their parents' share. With regard to the said one-sixth part of the principal of my Estate I direct that when it becomes payable under the terms of the Eleventh item of the said one-sixth of the principal shall be divided among my grandchildren then living and the issue of any who shall then be dead, such issue taking their parents' share, in the same proportions as the bequests already made in their favor in the said Eleventh Item of my Will. I also revoke the gift of one share of the income to my son Henry . Elder, contained in the Sixth Item of my Will, and I direct that the said share shall be divided equally among him and his children, each sharing alike or if any of the children shall die leaving issue such issue shall take their parents' share. Should any of the children die leaving no issue the share of such child shall be divided among the other shares, and upon the death of Henry the whole of thise Sixth share of income shall be equally divided among his surviving children, and the issue of such as shall be dead, such issue taking their parents' share. Having by the sixth item of my Will appointed my daughter Julia V. Elder Trustee for my son George T. Elder I hereby direct and appoint that upon the death of the said Julia, or her inability to act as said Trustee, my daughter Cornelia M. L. Barr shall be substituted as such Trustee with the same powers and duties and with the same compensation as I have provided for the said Julia during her trusteeship, but if it should become necessary to apply to Court for the appointment of a Trustee to take the place of both my said daughters such new trustee shall receive only the commissions usually allowed. I also direct that upon the written request of my three children for whose benefit I have given the premises 2001 Pacific Avenue, Atlantic City, to my daughter Julia, or the survivors or survivor of them, my executor may effect a sale of the said premises, my daughter Julia V. Elder to join in the deed by which said premises are conveyed, if such sale shall take place in her lifetime. I repeat with regard to this Codicil the declaration contained in the Sixteenth item of my Will, and direct that if any person or corporation shall in any manner seek to interfere with the execution of this Codicil such person or corporation shall receive no benefit from my estate, and the share given to such person or corporation shall be distributed in accordance with the provisions of the said Sixteenth Item.

In testimony whereof I have herunto set my hand and seal this Seventh day of July Anno Domini One thousand eight hundred and ninety-six.

(Signed) Henry L. Elder, Seal.

Signed, sealed, published and declared as and for a Codicil to his foregoing Will by the above-named Henry L. Elder in our presence who at his request and in the presence of each other subscribe our names as witnesses this Seventh day of July Anno Domini, One thousand eight hundred and ninety-six.

Signed, Richard T. Cadbury
" Rowland Comly
" Edwin D. Rowland.

Richard T. Cadbury Edwin D. Rowland and A. W. Homiller the subscribing witnesses to will affirmed December 6th 1897.

Chas. Irwin
Deputy Register

Richard T. Cadbury Rowland Comly and Edwin D. Rowland the subscribing witnesses to codicil dated July 7 1896. Affirmed December 6th 1897

Chas. Irwin
Deputy Register

The Provident Life and Trust Company of Philadelphia the Executor (by its Trust Officer J. Roberts Foulke) affirmed December 6th 1897 and Letters Testamentary granted unto it. The Testator dated November 30th 1897.

Chas Irwin
Deputy Register